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RECORDATION NO. 20312-NN FILED

JAN 12 '10 -8 00 AM

**SURFACE TRANSPORTATION BOARD**  
OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

January 12, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease Agreement (Southern Capital Trust II 2002-1), dated as of November 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20312-V and 20312-W.

The names and addresses of the parties to the enclosed document are:

Lessor:	SCC SPV II, LLC Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
Lessee:	Kansas City Southern Railway Company 114 West 11th Street Kansas City, MO 64105-1804

Section Chief  
January 12, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

147 railcars within the series KCS 151068 - KCS 153991 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Partial Termination of Lease Agreement (Southern Capital Trust II 2002-1).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

**PARTIAL TERMINATION OF LEASE AGREEMENT**  
**(SOUTHERN CAPITAL TRUST II 2002-1)**

JAN 12 '10 -8 00 AM  
**SURFACE TRANSPORTATION BOARD**

This Partial Termination of Lease Agreement (Southern Capital Trust II 2002-1) is made and entered into as of November 23, 2009, by and between SCC SPV II LLC, a Delaware limited liability company ("*Lessor*") and The Kansas City Southern Railway Company, a Missouri corporation ("*Lessee*").

1. Pursuant to the Assignment and Assumption and Amended and Restated Master Lease Agreement (Southern Capital Trust II 2002-1) dated as of June 25, 2002 (as amended, the "*Lease*"), as supplemented by Supplement No. 7, dated as of June 25, 2002 (as amended, "*Supplement No. 7*"), between SCC SPV II LLC, as Lessor, and The Kansas City Southern Railway Company, memorandums or copies of which were recorded with the Surface Transportation Board on June 25, 2002 under recordation numbers 20312-V and 20312-W, respectively, Lessor has heretofore leased to Lessee the equipment set forth on Exhibit A hereto. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease and Supplement No. 7 are terminated effective as of the date hereof with respect to the equipment set forth on Exhibit A only.

3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.


Dated this 23 day of November, 2009.

SCC SPV II LLC

By: Wilmington Trust Company, not in  
its individual capacity, but solely  
as the Independent Manager

By   
Name: Mark H. Brzoska  
Title: Financial Services Officer

THE KANSAS CITY SOUTHERN RAILWAY  
COMPANY

By   
Name: Paul J. Weyandt  
Title: Senior Vice President-Finance  
& Treasurer

STATE OF Delaware )  
COUNTY OF New Castle )

SS.:

On this, the 17<sup>th</sup> day of November, 2009, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brooker, who being by me duly sworn, says that he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on November 17<sup>th</sup> 2009 on behalf of said limited liability company by authority of its managers or members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Lisa A. Pittaccio

LISA A. PITTACCIO

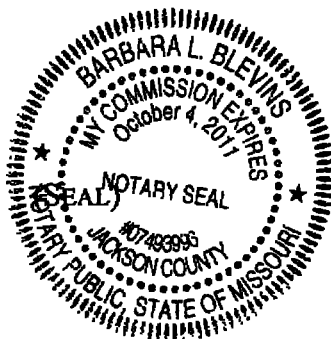
Name: \_\_\_\_\_  
Notary Public - \_\_\_\_\_ of Delaware  
My Commission Expires May 10, 2011  
My Commission Expires: \_\_\_\_\_  
Residing in Delaware

STATE OF MISSOURI )  
COUNTY OF JACKSON )

SS.:

On this 23 day of November, 2009, before me personally appeared Paul J. Weyandt to me personally known, who being by me duly sworn, says that he is the Senior Vice President-Finance & Treasurer of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, that said instrument was signed on November \_\_, 2009, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Barbara L. Blevins

Name: \_\_\_\_\_  
Notary Public - \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

EXHIBIT A

DESCRIPTION OF RAILCARS

***Ohio Central Railcars***

<u>Railcar Description</u>	<u>Quantity</u>	<u>Road #s</u>
50' 6' Plate E 263k Box Cars with 10' Plug Doors	100	KCS 152013 KCS 152030 KCS 152161 KCS 152269 KCS 152404 KCS 152455 KCS 152480 KCS 152617 KCS 152668 KCS 152684 KCS 152862 KCS 152889 KCS 152897 KCS 152978 KCS 152994 KCS 153044 KCS 153257 KCS 153290 KCS 153478 KCS 153494 KCS 153516 KCS 153524 KCS 153559 KCS 153575 KCS 153630 KCS 153681 KCS 153702 KCS 153729 KCS 153796 KCS 153818 KCS 153842 KCS 151076 KCS 151165 KCS 151181 KCS 151190 KCS 151262

KCS 151289  
KCS 151408  
KCS 151432  
KCS 151441  
KCS 151599  
KCS 151661  
KCS 151947  
KCS 151963  
KCS 151980  
KCS 151998  
KCS 152056  
KCS 152064  
KCS 152072  
KCS 152081  
KCS 152200  
KCS 152307  
KCS 152447  
KCS 152471  
KCS 152561  
KCS 152706  
KCS 152714  
KCS 152731  
KCS 152765  
KCS 152773  
KCS 152846  
KCS 152919  
KCS 152927  
KCS 153001  
KCS 153010  
KCS 153036  
KCS 153061  
KCS 153087  
KCS 153109  
KCS 153133  
KCS 153150  
KCS 153168  
KCS 153176  
KCS 153192  
KCS 153206  
KCS 153273  
KCS 153303  
KCS 153338  
KCS 153346  
KCS 153397  
KCS 153401

KCS 153427  
 KCS 153451  
 KCS 153460  
 KCS 153605  
 KCS 153613  
 KCS 153621  
 KCS 153737  
 KCS 153788  
 KCS 153826  
 KCS 153834  
 KCS 153869  
 KCS 153877  
 KCS 153885  
 KCS 153915  
 KCS 153940  
 KCS 153958  
 KCS 153966  
 KCS 153982  
 KCS 153991

<u>Railcar Description</u>	<u>Quantity</u>	<u>Road #s</u>
50' 6' Plate E 263k Box Cars with 10' Plug Doors and Load Dividers	25	KCS 151068 KCS 151114 KCS 151122 KCS 151149 KCS 151157 KCS 151238 KCS 151297 KCS 151351 KCS 151360 KCS 151386 KCS 151416 KCS 151424 KCS 151459 KCS 151548 KCS 151556 KCS 151564 KCS 151611 KCS 151629 KCS 151645 KCS 151688 KCS 151696 KCS 151882



KCS 151891  
KCS 151939  
KCS 151955

***Off-Lease Railcars***

<u>Railcar Description</u>	<u>Quantity</u>	<u>Road #s</u>
50' 6' Plate E 263k	22	KCS 151220
Box Cars with 10' Plug		KCS 151301
Doors		KCS 151670
		KCS 151823
		KCS 151866
		KCS 151904
		KCS 152111
		KCS 152315
		KCS 152331
		KCS 152382
		KCS 152544
		KCS 152552
		KCS 152609
		KCS 152722
		KCS 152854
		KCS 152935
		KCS 153141
		KCS 153354
		KCS 153711
		KCS 153753
		KCS 153923
		KCS 153931

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/12/2010



\_\_\_\_\_  
Robert W. Alvord